# FORM D



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20 549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6),AND/OR

|  | / | 2 | 0 | 71 | 76 |
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|--|---|---|---|----|----|

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response ......16.00

SEC USE ONLY

| 03020007                               |                                   | SECTION 4(6            | 5),AND/OR                  |                             | DATE RECE         | 3VED                   |
|----------------------------------------|-----------------------------------|------------------------|----------------------------|-----------------------------|-------------------|------------------------|
|                                        | UNIFORM                           | LIMITED OF             | FERING EXEM                | PTION                       |                   | 4                      |
| Name of Offering ( 🔀 check if th       | nis is an amendment an            | d name has changed, a  | nd indicate change.)       |                             |                   | 1.2%                   |
| TCW Enterprise Fund (USA)              | , L.P. f/k/a Cow                  | en Enterprise Func     | l (USA), L.P.              |                             | N STORE           |                        |
| Filing Under (Check box(es) that apply | · 🗀                               | Rule 505 🗶 F           | Rule 506 Section 4(6)      | X ULOE                      | [67]              | 201.4                  |
| Type of Filing: New Filing             | <b>★</b> Amendment                |                        |                            |                             |                   | 0.000                  |
|                                        |                                   | . D. GLG IN THE        | TO LONG TO LONG            |                             | <u> </u>          | <u> </u>               |
| ·                                      |                                   | A. BASIC IDENTIF       | ICATION DATA               |                             |                   |                        |
| 1. Enter the information requested     | d about the issuer                |                        |                            |                             | 1202              |                        |
| Name of Iss uer (  check if this i     | s an amendment and n              | ame has changed, and   | indicate change.)          |                             | 31 191            | 37 11/11               |
| TCW Enterprise Fund (USA)              |                                   |                        |                            | nder geried in<br>Nederland | 1.1               | p p in                 |
| Address of Executive Offices           | ranganan san Lara kabaran da kar. | (Number and Street     | t, City, State, Zip Code)  | and the first of the second | Number (including | Area Code)             |
| 865 S. Figueroa Street, Suite          | 1800, Los Angele                  | s, CA 90017            |                            | 213/244-00                  | 000               |                        |
| Address of Principal Business Opera    | ations                            | (Number and Stree      | et, City. State, Zip Code) | Telephone                   | Number (Including | g Area Code)           |
| (if different from Executive Offices)  |                                   | 5.47<br>12.7           |                            |                             |                   | es of engineering      |
| Brief Description of Business          |                                   |                        |                            |                             |                   |                        |
| To invest in U.S. equities and         |                                   |                        |                            |                             | nal securities ex | kchange or on          |
| NASDAQ or traded on an in-             | ernationally recog                | mized exchange or      | publicly quoted mar        | ket.                        |                   |                        |
| Type of Business Organization          |                                   |                        |                            |                             | DDO               | CESSE                  |
| corporation                            | *                                 | mership, already forme | ed other (p                | olease specify):            | B.K.C             | 7000                   |
| business trust                         | limited part                      | tnership, to be formed |                            |                             | /_W               | OCESSES<br>JL 3 O 2003 |
| Actual or Estimated Date of Incorpo    | oration or Organization           | Month Year 1: 0 1 9 3  | Actual Esti                | mated                       | } 30              |                        |
| riciaal of Estimated Date of Incorpt   | nation of Organization            | · [V I [9 3            | I Count Louis              | macca                       |                   | - IONEON               |

#### GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

DE

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

|                                                                                             |             |                 |        | BASIC ID              | ENTIF         | ICATION DATA           |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------|-------------|-----------------|--------|-----------------------|---------------|------------------------|-----------------|---------------|---------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. Enter the information rec                                                                | queste      | d for the follo | owing  | g:                    |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| • Each promoter of the issuer, if the issuer has been organized within the past five years, |             |                 |        |                       |               |                        |                 |               | -       |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| • Each beneficial owner                                                                     | havin       | g the power t   | o vot  | e or dispose, or dire | ct the v      | ote or disposition o   | f, 10%          | or more of a  | class   | of equity securities of            | f the issuer.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| · Each executive officer                                                                    | and         | director of co  | грог   | ate issuers and of co | orpo rat      | e general and man      | aging p         | art ners of p | a rtner | ship i ssuers; and                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| · Each general and man                                                                      | aging       | g partner of p  | artn   | ership issuers.       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Check Box(es) hat Apply:                                                                    |             | Promoter        |        | Beneficial Owner      |               | Executive Officer      | <u>[5]</u>      | Director      | X       | General and/or<br>Managing Partner |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Full Name (Last name first, if                                                              | indivi      | dual)           |        |                       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| TCW Asset Managemer                                                                         |             |                 |        | negabili <u>telik</u> | Sign.         |                        |                 |               |         |                                    | n die                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Business or Residence Addre                                                                 |             | T" - 1          |        |                       | 15            |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 865 S. Figueroa Street, S                                                                   | Suite       | 1800, Los       | Ang    | geles, CA 90017       | er siri       |                        | , fi            |               | <u></u> | and the second                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Check Box(es) hat Apply:                                                                    |             | Promoter        |        | Beneficial Owner      | X             | Executive Officer      |                 | Director      |         | General and/or<br>Managing Partner |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Full Name (Last name first, if                                                              | indivi      | dual)           |        |                       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| William R. Church                                                                           |             |                 | •      |                       | th.           |                        | r sto.<br>Kalib |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Business or Residence Addre                                                                 | ss (N       | umber and Si    | reet,  | City, State, Zip Co   | de)           |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 200 Park Avenue, Suite                                                                      | 2200        | ), New Yo       | k, N   | VY 10166              | ÆUD.<br>Eddar |                        |                 |               |         | Transfell :                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Check Box(es) hat Apply:                                                                    |             | Promoter        |        | Beneficial Owner      | X             | Executive Officer      | X               | Director      |         | General and/or<br>Managing Partner |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Full Name (Last name first, if                                                              | indivi      | dual)           |        |                       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Alvin R. Albe, Jr.                                                                          | <br>        | u<br>Japanis e  |        |                       | Vina          | raj r                  |                 | 1             |         |                                    | 1.55                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Business or Residence Addre                                                                 |             |                 | reet,  | City, State, Zip Co   | de)           | <u> </u>               |                 | ·             |         |                                    | <u> </u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 865 S. Figueroa Street,                                                                     | Suite       | 1800, Los       | Anj    | geles, CA 90017       | 7             |                        |                 | ni.           | 4       |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Check Box(es) that Apply:                                                                   | 2.7<br>2.34 | Promoter        |        | Beneficial Owner      | X             | Executive Officer      | X               | Director      |         | General and/or<br>Managing Partner |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Full Name (Last name first, if                                                              | indivi      | idual)          |        |                       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Michael E. Cahill                                                                           | in i        | ra Gran         |        |                       | 1.1.          |                        |                 | 10.41         |         |                                    | 1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Business or Residence Addre                                                                 | ss (N       | umber and S     | reet,  | City, State, Zip Co   | de)           |                        |                 | ·             |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 865 S. Figueroa Street,                                                                     | Suite       | 1800, Los       | An     | geles, CA 90017       | 1934 -        |                        |                 |               | i die.  |                                    | and the second s |
| Check Box(es) hat Apply:                                                                    |             | Promoter        |        | Beneficial Owner      | X             | Executive Officer      | X               | Director      |         | General and/or<br>Managing Partner |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Full Name (Last name first, if                                                              | indivi      | idual)          |        |                       |               |                        | -               |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Day, Robert A.                                                                              |             | 1.0             |        |                       | 11.           |                        | **              |               | 1       |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Business or Residence Addre                                                                 | ss (N       | umber and S     | treet, | City, State, Zip Co   | de)           |                        |                 | <u>'</u>      |         |                                    | <del></del>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 865 S. Figueroa Street,                                                                     | Suite       | 1800, Los       | An     | geles, CA 9001        | 7             |                        |                 | a             |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Check Box(es) hat Apply:                                                                    |             | Promoter        |        | Beneficial Owner      |               | Executive Officer      | X               | Director      |         | General and/or<br>Managing Partner |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Full Name (Last name first, if                                                              | indiv       | idual)          |        |                       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| DeVito, David S.                                                                            |             |                 |        |                       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Business or Residence Addre                                                                 | ess (N      | lumber and S    | treet, | City, State, Zip Co   | de)           |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 865 S. Figueroa Street,                                                                     | Suite       | e 1800, Lo      | s An   | geles, CA 9001        | 7             |                        |                 |               |         | ·                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Check Box(es) hat Apply:                                                                    |             | Promoter        |        | Beneficial Owner      | X             | Executive Officer      | X               | Director      |         | General and/or<br>Managing Partner |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Full Name (Last name first, if                                                              | indiv       | ridual)         |        |                       |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Sonneborn, William C.                                                                       |             |                 |        |                       |               | <u>.</u>               |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Business or Residence Addre                                                                 |             |                 |        | The second second     |               |                        |                 |               |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 865 S. Figueroa Street,                                                                     | Suit        |                 |        |                       |               | onal copies of this sh | ieet, as        | necessary)    |         |                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

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| I Ung the                                                                                                                              | icquar col                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | d or does                                                                                                                            | the iccuer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | intand to c                                                  | all to non                                     | nooradita                          | linvactore                   | in this off                  | oring?                       | -                                     | Yes                          | No                           |                         |
| I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                              |                                                |                                    |                              |                              |                              |                                       | X                            | İ                            |                         |
| Answer also in Appendix, Column 2. if filing under ULOE.  2. What is the minimum investment that will be accented from any individual? |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                              |                                                |                                    |                              |                              |                              | *00.000                               |                              |                              |                         |
| 2. What is the minimum investment that will be accepted from any individual?                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                              |                                                |                                    |                              |                              |                              | 3 <u>-25</u><br>Yes                   | No                           | _                            |                         |
| 3. Does the                                                                                                                            | e offering                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | permit joi                                                                                                                           | nt ownersł                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | nip of a sir                                                 | ngle unit?                                     |                                    |                              |                              |                              |                                       |                              |                              |                         |
| 4. Enter th                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                              |                                                |                                    |                              |                              |                              |                                       |                              |                              |                         |
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| or states                                                                                                                              | , list the na                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | ame of the                                                                                                                           | broker or d                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | ealer. It mo                                                 | ore than fiv                                   | re (5) perso                       | ns to be list                | ted are asso                 |                              |                                       |                              |                              |                         |
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| Full Name                                                                                                                              | TOTAL AUTO APPEARING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | BANK BRANCH BANK                                                                                                                     | dividual)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                              |                                                |                                    | The second                   |                              |                              |                                       |                              |                              |                         |
| Business of                                                                                                                            | r Residenc                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | e Address                                                                                                                            | (Number ar                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | nd Street. C                                                 | City, State.                                   | Zip Code)                          | 1 the seeds from a           | s Sarkti                     |                              |                                       |                              |                              |                         |
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| 96-6                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                              | - Basis 1                                      |                                    | 49                           |                              |                              | :.                                    |                              |                              | 11 m m                  |
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| [AL]                                                                                                                                   | [AK]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | [AZ]                                                                                                                                 | [AR]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | [CA]                                                         | [CO]                                           | [CT]                               | [DE]                         |                              | [FL]                         |                                       |                              | [ID]                         |                         |
| [ IL ]<br>[MT]                                                                                                                         | [IN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | [IA]                                                                                                                                 | [KS]<br>[NH]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | [KY]                                                         | [LA]                                           | [ME]                               | [MD]                         | [MA]                         | [MI]                         |                                       | [MS]                         | OM]                          | -                       |
| [RI]                                                                                                                                   | [NE ]<br>[SC ]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | [NV]<br>[ SD]                                                                                                                        | [TN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | [NJ]<br>[TX]                                                 | [NM]<br>[UT]                                   | [NY]<br>[VT]                       | [NC]<br>[VA]                 | [ND]<br>[WA]                 | [OH]<br>[WV]                 | [OK]<br>[WI]                          | [OR]<br>[WY]                 | [PA]<br>[PR                  |                         |
| ţ 3                                                                                                                                    | L 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                      | . ,                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | . ,                                                          |                                                | . ,                                | . ,                          |                              |                              | ,                                     | L - 1                        |                              | - 3                     |
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| 1.4                                                                                                                                    | A SEE SEE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Maria National and August 1980.                                                                                                      | Associated the transfer of the | and the second second                                        |                                                |                                    |                              |                              |                              |                                       |                              |                              |                         |
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| Business o                                                                                                                             | or Reside no                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | e Addre ss                                                                                                                           | (Num bera                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | n d S tre et,                                                | City, S tate,                                  | Zip Code)                          |                              | intiès<br>Habar              |                              |                                       |                              |                              |                         |
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| Name of A  States in V                                                                                                                 | or Reside no<br>A ssociat ed l                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | B roker or l                                                                                                                         | (Num ber a<br>D ealer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | n d S treet,                                                 | City, S tate,                                  | Zip Code)                          | 7 g 1.49.                    |                              |                              |                                       | 🗇 ,                          | All States                   |                         |
| Name of A  States in V                                                                                                                 | or Reside no<br>A ssociat ed l                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | B roker or l                                                                                                                         | (Num ber a D ealer I as S olici t                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | n d S treet,                                                 | City, S tate,                                  | Zip Code)                          | 1 S                          |                              |                              |                                       |                              | All States                   | S S                     |
| Name of A  States in V  (Chec                                                                                                          | or Reside no<br>a ssociat ed l<br>Which P ers<br>ck "All Stat<br>[AK]<br>[IN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | B roker or l on L isted F tes" or chec [AZ] [IA]                                                                                     | (Num ber a D ealer  H as S olici t k individua  [AR]  [KS]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | nd Street, of the desired or Intended at States)  [CA]  [KY] | Is to S olic                                   | it P urchaser  [CT]  [ME]          | [DE]                         | [DC]                         | [FL]<br>[MI]                 | [GA]<br>[MN]                          | [HI]<br>[MS]                 | [ID]<br>[MO]                 |                         |
| Name of A  States in V  (Chec  [AL]  [IL]  [MT]                                                                                        | A ssociat ed la ssociat ed la ssociat ed la ssociat ed la scheme et la | Broker or I on L isted I tes" or chec [AZ] [IA] [NV]                                                                                 | (Num ber a D ealer H as S olici t k individua [AR] [KS] [NH]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | nd Street, ed or Intend al States)  [CA]  [KY]  [NJ]         | s to S olic  [CO] [LA] [NM]                    | it P urchaser  [CT]  [ME]  [NY]    | [DE]<br>[MD]<br>[NC]         | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]         | [ID]<br>[MO]<br>[PA]         |                         |
| Name of A  States in V  (Chec                                                                                                          | or Reside no<br>a ssociat ed l<br>Which P ers<br>ck "All Stat<br>[AK]<br>[IN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | B roker or l on L isted F tes" or chec [AZ] [IA]                                                                                     | (Num ber a D ealer  H as S olici t k individua  [AR]  [KS]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | nd Street, of the desired or Intended at States)  [CA]  [KY] | Is to S olic                                   | it P urchaser  [CT]  [ME]          | [DE]                         | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]                 | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]                 | [ID]<br>[MO]                 |                         |
| Name of A  States in V (Chec [AL] [IL] [MT] [RI]                                                                                       | A ssociated No. A state No | B roker or I on L isted I tes" or chec [AZ] [IA] [NV] [SD]                                                                           | O ealer  H as S olici to the k individual  [AR]  [KS]  [NH]  [TN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | nd Street, ed or Intend al States)  [CA]  [KY]  [NJ]         | s to S olic  [CO] [LA] [NM]                    | it P urchaser  [CT]  [ME]  [NY]    | [DE]<br>[MD]<br>[NC]         | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]         | [ID]<br>[MO]<br>[PA]         |                         |
| Name of A  States in V (Chec [AL] [IL] [MT] [RI]                                                                                       | which P ers [AK] [IN] [NE] [SC]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | B roker or I on L isted F tes" or chec [AZ] [IA] [NV] [SD]                                                                           | (Num ber a Dealer  H as Solici tek individua  [AR]  [KS]  [NH]  [TN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | nd Street, ed or Intend al States)  [CA]  [KY]  [NJ]         | s to S olic  [CO] [LA] [NM]                    | it P urchaser  [CT]  [ME]  [NY]    | [DE]<br>[MD]<br>[NC]         | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]         | [ID]<br>[MO]<br>[PA]         |                         |
| Name of A  States in V  (Chec  [AL]  [IL]  [MT]  [RI]  Full Name                                                                       | which P ersek "All State [AK] [IN] [SC]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Broker or I on L isted I tes" or chec [AZ] [IA] [NV] [SD]                                                                            | (Num ber a Dealer H as Solici tek individua [AR] [KS] [NH] [TN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | ed or Intendal States)  [CA]  [KY]  [NJ]  [TX]               | s to S olic  [CO] [LA] [NM] [UT]               | it P urchaser  [CT]  [ME]  [NY]    | [DE]<br>[MD]<br>[NC]         | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]         | [ID]<br>[MO]<br>[PA]         |                         |
| Name of A  States in V  (Chec  [AL]  [IL]  [MT]  [RI]  Full Name                                                                       | which P ersek "All State [AK] [IN] [SC]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Broker or I on L isted I tes" or chec [AZ] [IA] [NV] [SD]                                                                            | (Num ber a Dealer  H as S olici tek individua  [AR]  [KS]  [NH]  [TN]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | ed or Intendal States)  [CA]  [KY]  [NJ]  [TX]               | s to S olic  [CO] [LA] [NM] [UT]               | it P urchaser  [CT]  [ME]  [NY]    | [DE]<br>[MD]<br>[NC]         | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]         | [ID]<br>[MO]<br>[PA]         |                         |
| States in V (Chec [AL] [IL] [MT] [RI]  Full Name                                                                                       | or Reside no social ed la socia | Broker or I  on L isted F  tes" or chec  [AZ]  [IA]  [NV]  [SD]  e fi rst. if ir  ce Addre ss                                        | (Num ber a                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | ed or Intendal States)  [CA]  [KY]  [NJ]  [TX]               | s to S olic  [CO] [LA] [NM] [UT]               | it P urchaser  [CT]  [ME]  [NY]    | [DE]<br>[MD]<br>[NC]         | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]         | [ID]<br>[MO]<br>[PA]         |                         |
| States in V (Chec [AL] [IL] [MT] [RI]  Full Name  Business of A                                                                        | r Reside no social ed la social | Broker or l on L isted F tes" or chec [AZ] [IA] [NV] [SD] e fi rst. if ir                                                            | (Num ber a                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | ed or Intendal States) [CA] [KY] [NJ] [TX]                   | S to S olic  [CO]  [LA]  [NM]  [UT]            | it P urchaser  [CT] [ME] [NY] [VT] | [DE]<br>[MD]<br>[NC]<br>[VA] | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]         | [ID]<br>[MO]<br>[PA]         |                         |
| Business of A  States in V  (Chec  [AL]  [IL]  [MT]  [RI]  Full Name  Business of A  States in V                                       | which P ersor Reside no Paragraphic Reside n | Broker or I on L isted F tes" or chec [AZ] [IA] [NV] [SD] e fi rst. if ir                                                            | (Num ber a D ealer H as S olici tek individua [AR] [KS] [NH] [TN]  (Num ber a                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | ed or Intendal States) [CA] [KY] [NJ] [TX]                   | S to S olic  [CO]  [LA]  [NM]  [UT]            | it P urchaser  [CT] [ME] [NY] [VT] | [DE]<br>[MD]<br>[NC]<br>[VA] | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]<br>[WY] | [ID]<br>[MO]<br>[PA]         |                         |
| Business of A  States in V (Chec                                                                                                       | or Reside no social ed la socia | Broker or I  on L isted I  tes" or chec  [AZ]  [IA]  [NV]  [SD]  e fi rst. if ir  ce Addre ss  Broker or                             | (Num ber a Dealer H as Solici tek individua [AR] [KS] [NH] [TN]  (Num ber a Dealer H as Solici tek individual)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | ed or Intendal States)  [CA]  [KY]  [NJ]  [TX]               | S to S olic  [CO] [LA] [NM] [UT]               | it P urchase  [CT] [ME] [NY] [VT]  | [DE]<br>[MD]<br>[NC]<br>[VA] | [DC]<br>[MA]<br>[ND]<br>[WA] | [FL]<br>[MI]<br>[OH]<br>[WV] | [GA]<br>[MN]<br>[OK]<br>[WI]          | [HI]<br>[MS]<br>[OR]<br>[WY] | [ID]<br>[MO]<br>[PA]<br>[PR] |                         |
| Business of A  States in V  (Chec  [AL]  [IL]  [MT]  [RI]  Full Name  Business of A  States in V                                       | which P ersor Reside no Paragraphic Reside n | Broker or I on L isted F tes" or chec [AZ] [IA] [NV] [SD] e fi rst. if ir                                                            | (Num ber a Dealer H as S olici tek individua [AR] [KS] [NH] [TN]  ddividual)  (Num ber a                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | ed or Intendal States) [CA] [KY] [NJ] [TX]                   | S to S olic  [CO]  [LA]  [NM]  [UT]            | it P urchaser  [CT] [ME] [NY] [VT] | [DE]<br>[MD]<br>[NC]<br>[VA] | [DC]<br>[MA]<br>[ND]         | [FL]<br>[MI]<br>[OH]         | [GA]<br>[MN]<br>[OK]                  | [HI]<br>[MS]<br>[OR]<br>[WY] | [ID]<br>[MO]<br>[PA]<br>[PR] | S                       |
| Business of A  States in V  (Chece [AL] [IL] [MT] [RI]  Full Name  Business of A  States in V  (Chece [AL]                             | or Reside no Associated Mich Person (AK) [IN] [NE] [SC]  (Last name or Reside no Associated Mich Person (AK) [AK]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Broker or I  on L isted I  tes" or chec  [AZ]  [IA]  [NV]  [SD]  e fi rst. if ir  ce Addre ss  Broker or  son L isted I  tes" or che | (Num ber a Dealer H as Solici tek individual [KS] [NH] [TN]  dividual)  (Num ber a Dealer H as Solici tek individual                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | ed or Intendal States) [CA] [KY] [NJ] [TX]  and Street,      | S to S olic  [CO] [LA] [NM] [UT]  City, S tate | it P urchase  [CT] [ME] [NY] [VT]  | [DE]<br>[MD]<br>[NC]<br>[VA] | [DC]<br>[MA]<br>[ND]<br>[WA] | [FL]<br>[MI]<br>[OH]<br>[WV] | [GA]<br>[MN]<br>[OK]<br>[WI]          | [HI]<br>[MS]<br>[OR]<br>[WY] | [ID]<br>[MO]<br>[PA]<br>[PR] | S                       |

# OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

|      | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange an already exchanged.                                                  | ķ                        |     | •                                         |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-----|-------------------------------------------|
|      | Type of Sœurity                                                                                                                                                                                                                                                                                                                                                                   | Aggregae<br>Offering Pri |     | Amount Already<br>Sold                    |
|      | Debt                                                                                                                                                                                                                                                                                                                                                                              | \$0                      |     | <b>\$</b> 0                               |
|      | Equity.                                                                                                                                                                                                                                                                                                                                                                           |                          |     | \$0                                       |
|      | ☐ Common ☐ Preferred                                                                                                                                                                                                                                                                                                                                                              |                          |     |                                           |
|      | Convertible Securities (including warrants)                                                                                                                                                                                                                                                                                                                                       | S0                       | Y.  | <b>§</b> 0                                |
|      | Partnership Interests.                                                                                                                                                                                                                                                                                                                                                            |                          |     | \$ 8,570,000.00*                          |
|      | Other (Specify)                                                                                                                                                                                                                                                                                                                                                                   | F 1 15 1                 |     | <b>\$</b> 0                               |
|      | Total                                                                                                                                                                                                                                                                                                                                                                             | . <b>S</b> aja Jan       |     |                                           |
|      | Answer also in Appendix, Column 3. if filing under ULOE.                                                                                                                                                                                                                                                                                                                          |                          |     | ·                                         |
| 2. ] | Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicathe number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "O" if answer is *'none" or "zero."             | te                       |     | Aggregae<br>Dollar Amount<br>of Purchases |
|      | Accredited Investors.                                                                                                                                                                                                                                                                                                                                                             | 19*                      |     | \$ 8,570,000.00*                          |
|      | Non-accredited Investors                                                                                                                                                                                                                                                                                                                                                          | <b>0</b> ,               | 5.: | <b>\$</b> 0                               |
|      | Total (for filings under Rule 504 only)                                                                                                                                                                                                                                                                                                                                           | 44 1 1 1 2 2 2 2 1 7 7   |     | \$                                        |
|      | Answer also in Appendix, Column 4, if filing under ULOE.                                                                                                                                                                                                                                                                                                                          |                          |     |                                           |
| 3.   | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.                                                          |                          |     |                                           |
|      | Type of Offering                                                                                                                                                                                                                                                                                                                                                                  | Type of Security         |     | Dollar Amount<br>Sold                     |
|      | Rule 505                                                                                                                                                                                                                                                                                                                                                                          |                          | _   | \$ N/A                                    |
|      | Regulation A                                                                                                                                                                                                                                                                                                                                                                      | <u>N/A</u>               | _   | \$ N/A                                    |
|      | Rule 504                                                                                                                                                                                                                                                                                                                                                                          | N/A                      |     | \$ N/A                                    |
|      | Total                                                                                                                                                                                                                                                                                                                                                                             | N/A                      |     | \$ N/A                                    |
| 4    | a. Furnish a st atement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the insure The information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate. | r.                       |     |                                           |
|      | Transfer Agent's Fees                                                                                                                                                                                                                                                                                                                                                             |                          |     | \$                                        |
|      | Printing and Engraving Costs                                                                                                                                                                                                                                                                                                                                                      |                          | X   | <u>\$ 5,000.00</u>                        |
|      | Legal Fees.                                                                                                                                                                                                                                                                                                                                                                       |                          | X   | \$ 90,000.00                              |
|      | Accounting Fees                                                                                                                                                                                                                                                                                                                                                                   |                          | X   | \$ 5,000.00                               |
|      | Engineering Fees                                                                                                                                                                                                                                                                                                                                                                  |                          |     | \$                                        |
|      | Sales Commissions (specify finders' fees separately)                                                                                                                                                                                                                                                                                                                              | •••••                    |     | \$                                        |
|      | Other Expenses (identify)                                                                                                                                                                                                                                                                                                                                                         |                          |     | \$                                        |
|      | Total                                                                                                                                                                                                                                                                                                                                                                             |                          | X   | S 100,000.00                              |

|     | OFFERINGPRICE, NUMBER OF INVESTORS, EXPENSES AND U                                                                                                                                                                                                                                                                                                                       | SEOF PROCEEDS                                          |                         |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|-------------------------|
|     | b. Enter the difference between the aggregate offering price given in response to Part CQue and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted proceeds to the issuer."                                                                                                                                                   |                                                        | §49,900,000*            |
| 5.  | Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be useach of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adjusted proceeds to the issuer set forth in response to Part CQuestion 4.b above. | te and                                                 |                         |
|     |                                                                                                                                                                                                                                                                                                                                                                          | Payments to<br>Officers.<br>Directors, &<br>Affiliates | Payments to Others      |
|     | Salaries and fees                                                                                                                                                                                                                                                                                                                                                        | \$ <u>0*</u>                                           | _ \[ \sigma \sigma \]   |
|     | Purchase of real estate                                                                                                                                                                                                                                                                                                                                                  |                                                        | <u>\$</u> \$            |
|     | Purchase, rental or leasing and installation of machinery and equipment                                                                                                                                                                                                                                                                                                  |                                                        | _ □\$ <sup>0</sup>      |
|     | Construction or leasing of plant buildings and facilities                                                                                                                                                                                                                                                                                                                | ☐ s <u>0</u>                                           | _ □s <u>0</u>           |
|     | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)                                                                                                                                                                           | s <u>o</u>                                             | _ 🔲 \$ 0                |
|     | Repayment of indebtedness                                                                                                                                                                                                                                                                                                                                                | s <u>0</u>                                             | _ D \$ <u>0</u>         |
|     | Working capital                                                                                                                                                                                                                                                                                                                                                          | [s] <u>s</u> 0                                         | _ D\$ <u>0</u>          |
|     | Other (specify): All net proceeds are used to make investments                                                                                                                                                                                                                                                                                                           | s <u>0</u>                                             | \$\\\ \\$49,900,000*    |
|     |                                                                                                                                                                                                                                                                                                                                                                          |                                                        |                         |
|     |                                                                                                                                                                                                                                                                                                                                                                          | 🗆 s 0                                                  | _ D \$ <u>0</u>         |
|     | Column Totals                                                                                                                                                                                                                                                                                                                                                            | <b>x</b> s <u>0</u>                                    | \$\frac{49,900,000*}{2} |
|     | Total Payments Listed (column totals added)                                                                                                                                                                                                                                                                                                                              | <u>\$</u> \$ <u>4</u> 9                                | 9,900,000*              |
|     | D. FEDERAL SIGNATURE                                                                                                                                                                                                                                                                                                                                                     |                                                        |                         |
| sig | the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If the gnature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Ce information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2)                                                                 | Commission, upon writter                               |                         |
| Iss | suer (Print or Type) Signature /                                                                                                                                                                                                                                                                                                                                         | Date                                                   |                         |
| Т   | CW Enterprise Fund (USA), L.P.                                                                                                                                                                                                                                                                                                                                           | 7/22                                                   | 103                     |
|     | ame of Signer (Print or Type)  Title of Signer (Print or Type)                                                                                                                                                                                                                                                                                                           |                                                        |                         |
| Se  | ean Plater Vice President of TCW Asset Mana                                                                                                                                                                                                                                                                                                                              | gement Company, Ger                                    | neral Partner           |
|     |                                                                                                                                                                                                                                                                                                                                                                          | 5                                                      |                         |

\*SEE ATTACHMENT

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)